

Negotiating and Managing Systemwide License Agreements Video Transcript

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I'm Nancy Scott-Noennig and I manage licenses here at CDL. Our goal in this brief presentation is to give you some information that you might not have received before and will answer questions about the licensing process.

Regarding licensed resources, all of you have probably asked the questions:

- May I copy part or all of the document?
- May I lend it to a library in print or electronic form?
- May I derive other new works from it?
- Can it be used in classrooms reserves and course packs?
- Can it live on my website?
- May I use robots or other tools to extract data?

These questions can be answered by understanding the permissions we negotiate with an owner of a work or their representatives in conjunction with the rights granted to users under copyright law

The reason we establish written formal agreements for digital resources is to assure that our users have maximum access and the flexibility to use materials in all ways legally possible. Since our agreements are between a content provider and UC rather than any individual user, we make all possible efforts to protect our institution from litigation and damages that result from misuse or contractual misunderstanding.

Through the process of license negotiation we also educate the publishing world about the demands that current academic endeavors place on the use of their resources.

We manage resources listed for all or several UC campuses and work closely with campus licensing staff for language for individual campus licenses.

We also assist campuses by crafting addenda for systemwide agreements that subsume individual campus resource, a level that we refer to as assisted tier 3. For example, during 2013, we handled over 70 assisted tier3 amendments on behalf of campuses.

We monitor licenses for over 300 resources which comprise nearly 100 main agreements as

well as all amendments to those documents. In 2013 we incorporated over 50 amendments to a single vendor based agreement alone.

We work closely with the UC office of general council to incorporate evolving language that meets UC legal and policy standards. Occasional California public record requests are filed with UCOP by citizens.

These requestors ask to receive documents held by UC as is their right under state law. We coordinate our response track adherence to submission requirements with the office of the general council, redact confidential information, and take the lead in submitting documents. For each license we require adherence to a standard group of provisions that are essential to maintaining the rights of our users in compliance to university and legal regulations. And we advocate for other permissions that are desirable but not always feasible due to vendor reluctance or technical impossibility.

We have the advantage at CDL of being able to hold to our established license language in most cases.

We try to stick to our principles and in some cases have been one of the first institutions to be granted terms that later became industry norm.

I won't explain each of our license terms, but wanted to mention that we have a set of must have clauses that we require of vendors. These include our General Counsel's indemnity language, non-intermediated interlibrary loan, course pack and classroom use, perpetual rights in most cases, specific options for governing law, current standards for Americans for disability act compliance, and explicit fair use language.

We monitor new resources for adherence to our prohibition on watermarking that exposes IP addresses or mars text or tables and were presently grappling with digital rights management limitations imposed by vendors, particularly in the ebook arena.

Since 2008, we've been talking with vendor about content mining provisions and have made traction with a number of them

At this point you may be wondering how publishers are made aware of our requirement and also how you can determine what terms and conditions hold for a given resource.

The vendor page of the cdl website links to cdl licensing guidelines for vendors. This allows vendors to review our model license agreement and the license agreement checklist before negotiation.

From that point we enter into negotiation with each vendor about our requirements. UC librarians and other interested parties may refer to either our redacted license agreement

page which contains our agreements for systemwide, multiple campus and individual campus tier 3 assisted licenses. There's a link to the redacted license agreement page on the cdl website collections page

Resources are listed alphabetically by vendor and resource name in most cases. All personal and confidential information has been removed from this version. These documents are particularly useful for those actively involved with acquisitions and licensing at UC who may need to analyze actual language in the license. Many agreements are lengthy with convoluted sometimes confusing language.

A more useful resource for discovering specific language terms is found on the cdl electronic resource management journal portal. You may search by resource, vendor, title, or ISSN on this page. Each cdl managed resource listed in the cdl erms portal has an associated view terms of use option that displays selected information extracted from the corresponding license record. Upon selecting the terms of use for a particular resource, you will see a listing of values for that resource. Refer to the terms of use guide for an explanation of fields.

For those with a deeper interest in licensing terms, you'll find a licensing toolkit on the cdl website, the links to our standard agreement as well as a checklist that focuses on information for vendors. UC has a discussion list for licensing staff to share information and ask question. In addition we present periodic webinars to resolve problems, share negotiating tips.

We will be happy to answer any questions, receive comments or provide more detailed information. Please contact us at cdl-license@ucop.edu.